

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF ILLINOIS

Case number (if known)

Chapter 11

Check if this an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Learning Enhancement Corporation

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 01-0698197

4. Debtor's address Principal place of business

PO Box 408022  
Chicago, IL 60640

Number, Street, City, State & ZIP Code

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Cook  
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

\_\_\_\_\_

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_

Debtor Learning Enhancement Corporation  
Name

## 7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.6117

## 8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to *Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

## 9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

 No. Yes.

If more than 2 cases, attach a separate list.

District	When	Case number
District	When	Case number

## 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

 No Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>The BrainWare Company</b>	Relationship	<b>Affiliate</b>
District	<b>Northern District of Illinois</b>	When	<b>11/07/16</b>
		Case number, if known	<b>N/A</b>

Debtor

Learning Enhancement Corporation

Name

**11. Why is the case filed in this district?** *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?** No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?**

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**

1-49

1,000-5,000

25,001-50,000

50-99

5001-10,000

50,001-100,000

100-199

10,001-25,000

More than 100,000

200-999

**15. Estimated Assets**

\$0 - \$50,000

\$1,000,001 - \$10 million

\$500,000,001 - \$1 billion

\$50,001 - \$100,000

\$10,000,001 - \$50 million

\$1,000,000,001 - \$10 billion

\$100,001 - \$500,000

\$50,000,001 - \$100 million

\$10,000,000,001 - \$50 billion

\$500,001 - \$1 million

\$100,000,001 - \$500 million

More than \$50 billion

**16. Estimated liabilities**

\$0 - \$50,000

\$1,000,001 - \$10 million

\$500,000,001 - \$1 billion

\$50,001 - \$100,000

\$10,000,001 - \$50 million

\$1,000,000,001 - \$10 billion

\$100,001 - \$500,000

\$50,000,001 - \$100 million

\$10,000,000,001 - \$50 billion

\$500,001 - \$1 million

\$100,000,001 - \$500 million

More than \$50 billion

Debtor

Learning Enhancement Corporation

Name

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 7, 2016

MM / DD / YYYY

**X** /s/ Roger Stark

Signature of authorized representative of debtor

**Roger Stark**

Printed name

Title CEO

**18. Signature of attorney**

**X** /s/ Matthew E. McClintock

Signature of attorney for debtor

Date November 7, 2016

MM / DD / YYYY

**Matthew E. McClintock**

Printed name

**Goldstein & McClintock LLLP**

Firm name

**208 South LaSalle Street**

**Suite 1750**

**Chicago, IL 60604**

Number, Street, City, State & ZIP Code

Contact phone (312) 337-7700

Email address mattm@goldmclaw.com

**6280574**

Bar number and State

Debtor Learning Enhancement Corporation  
Name

Case number (*if known*) \_\_\_\_\_

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

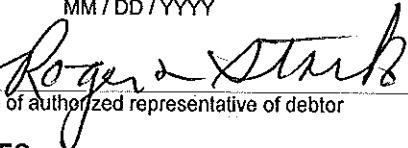
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 7, 2016  
MM / DD / YYYY

  
Signature of authorized representative of debtor

Roger Stark

Printed name

Title CEO

**18. Signature of attorney**

Signature of attorney for debtor

Date November 7, 2016

MM / DD / YYYY

Matthew E. McClintock

Printed name

Goldstein & McClintock LLLP

Firm name

208 South LaSalle Street

Suite 1750

Chicago, IL 60604

Number, Street, City, State & ZIP Code

Contact phone (312) 337-7700

Email address mattm@goldmclaw.com

6280574

Bar number and State

Fill in this information to identify the case:

Debtor name	<b>Learning Enhancement Corporation</b>
United States Bankruptcy Court for the:	<b>NORTHERN DISTRICT OF ILLINOIS</b>
Case number (if known):	_____

Check if this is an  
amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Associated Agencies 1701 Golf Rd. Suite 3-700 Rolling Meadows, IL 60008						\$490.00
Capital One Attn: Bankruptcy Dept. 1680 Capital One Dr Mc Lean, VA 22102						\$9,402.32
Carponelli & Krug 102 S. Wynstone Park Dr., North Barrington, IL 60010			Disputed	\$68,365.00	Unknown	Unknown
David Schick 9850 N. 73rd St. Apt. 3040 Scottsdale, AZ 85258		Promissory notes and expenses	Disputed			\$126,587.69
Diver Bollman Grach Quade 111 N County St. Waukegan, IL 60085		Attorneys' fees (Case No. 14-L-5360)				\$174,834.00
Dykema Gossett 10 S. Wacker Dr. Suite 230 Chicago, IL 60606			Unliquidated Disputed			\$22,362.88
Gail Langer PO Box 2 Stoneham, ME 04231			Disputed			\$60,920.00
Jefferson Adams 656 W. Adams Suite 600 Chicago, IL 60661						\$45,253.00

Debtor Learning Enhancement Corporation  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Kirkwood Technologies 922 E. Park Ave. Charlotte, NC 28203						\$5,080.00
Ladas & Perry 224 S. Michigan Ave. Suite 1600 Chicago, IL 60604			Disputed			\$6,250.00
Neal, Gerber & Eisenberg 2 North LaSalle Suite 1700 Chicago, IL 60602						\$55,499.70
Novus IP 521 W. Superior Ste 221 Chicago, IL 60654						\$4,198.00
Robert Marini 7110 W. 127th St. Chicago, IL 60643						\$17,800.00
Sara Sawtelle 11987 Bergamot Drive Granger, IN 46530		Expenses				\$2,101.00
The Karlin Law Firm 4305 N. Lincoln Ave., Suite I Chicago, IL 60618						\$2,287.75
US Bank Bankruptcy/Recovery Dept PO Box 5229 Cincinnati, OH 45201						\$33,375.70
Velazquez Law Group 111 N. Wabash Ste 2118 Chicago, IL 60602			Disputed			\$29,943.21

Fill in this information to identify the case:

Debtor name Learning Enhancement Corporation

United States Bankruptcy Court for the: NORTHERN DISTRICT OF ILLINOIS

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 7, 2016

x

  
Signature of individual signing on behalf of debtor

Roger Stark

Printed name

CEO

Position or relationship to debtor

**RESOLUTIONS  
OF  
THE BOARD OF DIRECTORS  
OF  
LEARNING ENHANCEMENT CORPORATION  
(an Illinois corporation)**

**Effective as of November 1, 2016**

The undersigned, being all of the members of the board of directors (the “*Board*”) of Learning Enhancement Corporation, an Illinois corporation (the “*Corporation*”), hereby consent in writing to the following resolutions, with the intention that such actions will have the same force and effect as if taken by a vote of the Board at a meeting duly called and held.

WHEREAS, the members of the Board have considered the financial and operational aspects of the Corporation’s business and the recommendations of the Corporation’s professionals and advisors, and adopt the following resolutions by unanimous written consent;

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors, stockholders, and other interested parties to file a petition (the “*Petition*”) seeking relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) in the United States Bankruptcy Court in the district as determined to be appropriate by the Authorized Officers (as defined herein) upon the advice of counsel (the “*Bankruptcy Court*”);

RESOLVED FURTHER, that the Petition is adopted in all respects. Roger Stark (the “*Authorized Officer*”) is hereby authorized and directed, on behalf of the Corporation, to execute the Petition or authorize the execution of a filing of the Petition by the Corporation and to cause the same to be filed with the Bankruptcy Court at such time as the Authorized Officer considers appropriate;

RESOLVED FURTHER, the Authorized Officer is authorized to execute and file on behalf of the Corporation all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that he deems necessary or proper to obtain such relief;

RESOLVED FURTHER, that the Authorized Officer shall be, and hereby is, authorized, directed, and empowered on behalf of and in the name of the Corporation to execute, verify, and cause to be filed such requests for first-day relief from the Bankruptcy Court as the Authorized Officer may deem necessary, proper, or desirable in connection with the Petition, with a view to successful prosecution thereunder, including, without limitation, to maintain the ordinary course operation of the Corporation’s business;

RESOLVED FURTHER, that after the Petition has been filed, the ordinary course operation of the Corporation’s business shall continue to be managed during the bankruptcy by the Corporation’s existing officers, but such officers shall be subject to oversight from and shall report to and receive direction from the CRO (as defined below) to the extent herein;

RESOLVED FURTHER, that the law firm of Goldstein & McClintock LLLP shall continue to be, and hereby is, employed, as previously approved by the Board on August 3, 2015, as general bankruptcy counsel for the Corporation in the Corporation's chapter 11 case;

RESOLVED FURTHER, that Joshua Arlow of The Skutch Arlow Group, LLC shall be, and hereby is, employed as Chief Restructuring Officer (the "CRO") for the Corporation in the Corporation's chapter 11 case, and shall have (a) oversight over the Corporation's finances during the chapter 11 case and (b) shall be responsible for conducting a court-approved marketing process in an effort to ensure that the highest and best value is obtained in any sale of the Company's assets (any such sale, a "Sale");

RESOLVED FURTHER, that the Corporation's officers and employees are directed to provide the CRO with all information and access reasonably necessary to allow the CRO to diligently conduct the Sale, and with all financial reporting information reasonably requested by the CRO in connection with his financial oversight function;

RESOLVED FURTHER, that the Authorized Officer, and any employees or agents (including counsel) designated by or directed by such Authorized Officers, shall be, and each hereby is, authorized and empowered to cause the Corporation and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of the Authorized Officer shall be necessary, proper, and desirable to prosecute to a successful completion of the Corporation's chapter 11 case, to effectuate the restructuring of the Corporation's debt, other obligations, organizational form and structure, and ownership of the Corporation and its subsidiaries consistent with the foregoing resolutions, and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions;

#### **General Authorization**

RESOLVED FURTHER, that the Authorized Officer of the Corporation is, authorized and empowered on behalf of the Corporation and in its name to take or cause to be taken all actions and to execute and deliver all such instruments that the Authorized Officer of the Corporation approves as necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by the Authorized Officer of the Corporation;

RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Board in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the Authorized Officer of the Corporation is authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto;

RESOLVED FURTHER, that all actions heretofore taken by the Authorized Officer or director of the Corporation in connection with or otherwise in contemplation of the transactions

contemplated by any of the foregoing resolutions be, and they hereby are, ratified, confirmed, and approved; and

RESOLVED FURTHER, that this consent may be executed in several counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, constituting all of the directors of the Corporation, have executed this Action by Unanimous Written Consent as of the date first written above.

Roger L. Stark as CEO  
Roger Stark

Betsy Hill, President & COO  
Betsy Hill

United States Bankruptcy Court  
Northern District of Illinois

In re Learning Enhancement Corporation

Debtor(s)

Case No.

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Betsy Hill</b> <b>1500 Sheridan Rd, 4E</b> <b>Wilmette, IL 60091</b>		<b>1,008,153</b>	
<b>Bill Erickson</b> <b>7891 North Tammami</b> <b>Sarasota, FL 34243</b>		<b>250,000</b>	
<b>Bill Wilson</b> <b>125 St Marks Rise</b> <b>Crawfordsville, FL 32327</b>		<b>50,000</b>	
<b>Bob Parsons</b> <b>3532 Crouch Street</b> <b>Lafayette, IN 47905</b>		<b>20,000</b>	
<b>Bob Sutter</b> <b>2420 Lorien</b> <b>Hopkins, MN 55305</b>		<b>50,000</b>	
<b>Carol and Wayne Lamers</b> <b>W3178 Van Roy Rd., Ste D115</b> <b>Appleton, WI 54915</b>		<b>30,000</b>	
<b>Casey Holscher</b> <b>407 W. Main Street</b> <b>Fowler, IN 47944</b>		<b>25,000</b>	
<b>Chad Harrington</b> <b>1 Straight Drive</b> <b>Valders, WI 54245</b>		<b>25,000</b>	
<b>Christine Stewart</b> <b>149 Grand Avenue West</b> <b>Chatham, ON N7L 1B9</b>		<b>100,000</b>	
<b>Chuck Reading</b> <b>5838 E. Presidio Road</b> <b>Scottsdale, AZ 85254</b>		<b>25,000</b>	
<b>Craig Lubenow</b> <b>3706 Enterprise Drive</b> <b>Sheboygan, WI 53083</b>		<b>12,500</b>	
<b>Cynthia D. Thomas</b> <b>1240 Banana River Dr</b> <b>Satellite Beach, FL 32937</b>		<b>175,797</b>	

In re: Learning Enhancement Corporation

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Dan J. Seidner 987 N. Big Lake Loop Rd. Three Lakes, WI 54562		25,000	
Dave Guthrie 7636 Timber Hill North Drive Indianapolis, IN 46217		25,000	
David Kenny 3410 State Road 38 East Lafayette, IN 47905		200,247	
David Kosen 824 Brown Street Jackson, MN 56143		30,000	
David Rosen 16313 Heathrow Drive Tampa, FL 33647		786,297	
David Schick 9850 N. 73rd Street, Apt 3040 Scottsdale, AZ 85258		25,000	
David Simenz 2201 West Kenboern Drive Milwaukee, WI 53209		25,000	
Dena Egan 911 Begonia Road, #203 Kissimmee, FL 34747		25,000	
Dennis Abbott 1333 Lockwood Drive Lafayette, IN 47905		25,000	
Don and Donna Cvetan 2741 North 40 Street Sheboygan, WI 53083		25,000	
Don Laskowski 7802 Eagle Creek Overlook Indianapolis, IN 46254		100,000	
Don Perkins 7 Regent Wood Northfield, IL 60093		568,740	

In re: Learning Enhancement Corporation

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Dotty Walters</b> <b>1809 Prestwick Close</b> <b>Wilmington, NC 28405</b>		<b>20,000</b>	
<b>Douglas C. Adams</b> <b>2275 Half Day Road</b> <b>Deerfield, IL 60015</b>		<b>25,000</b>	
<b>Ellen Wesley</b> <b>6841 E. 6th. Street</b> <b>Scottsdale, AZ 85251</b>		<b>25,000</b>	
<b>Emily Millett</b> <b>1104 Ivanhoe Road</b> <b>Tallahassee, FL 33212</b>		<b>25,000</b>	
<b>Ernest James</b> <b>316 Division Street</b> <b>Plymouth, WI 53073</b>		<b>55,000</b>	
<b>Gary Vogel</b> <b>3540 N Belt West, Ste C</b> <b>Belleville, IL 62226</b>		<b>5,000</b>	
<b>Geraldine Conrad</b> <b>3520 N. Lake Shore Drive, 8M</b> <b>Chicago, IL 60657</b>		<b>5,000</b>	
<b>James Jenkins</b> <b>7523 River Club Blvd.</b> <b>Bradenton, FL 34202</b>		<b>15,000</b>	
<b>Jay Erdman</b> <b>649 E Sunnyside Ave</b> <b>Libertyville, IL 60048</b>		<b>10,000</b>	
<b>Jean-Claude Dutes</b> <b>1319 Chartwell CWS</b> <b>East Lansing, MI 48823</b>		<b>10,000</b>	
<b>Joanne Davis</b> <b>4801 Osprey Drive South, Apt E308</b> <b>Saint Petersburg, FL 33711</b>		<b>25,000</b>	
<b>John A. Canning</b> <b>Three First National Plaza</b> <b>Ste 3800</b> <b>Chicago, IL 60602</b>		<b>335,493</b>	

In re: Learning Enhancement Corporation

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>John Erickson 5943 Bayview Circle S. Saint Petersburg, FL 33707</b>		<b>50,000</b>	
<b>John Hurubean Jr 1227 Royal Dublin Lane Noblesville, IN 46060</b>		<b>50,000</b>	
<b>John Hurubean Sr. 9307 Walnut Dr. Munster, IN 46321</b>		<b>75,000</b>	
<b>John Tesser 9305 W Thomas, Ste 505 Phoenix, AZ 85037</b>		<b>50,000</b>	
<b>John Tharp 148 Budlong St. Hillsdale, MI 49242</b>		<b>3,500</b>	
<b>Joseph Schultz 1701 Hemlock Road Lafayette, IN 47905</b>		<b>25,000</b>	
<b>Karen Pedersen 8508 Terrace Drive Delta, BC V4C3Z2</b>		<b>25,000</b>	
<b>Kasey Clevenger 2420 Scarborough Ln Carmel, IN 46032</b>		<b>70,699</b>	
<b>Kenneth Kazmierczak N6037 Deerpath Ln Plymouth, WI 53073</b>		<b>50,000</b>	
<b>Kimberly K. Taylor 132 E. Delaware Pl., Unit 4901 Chicago, IL 60611</b>		<b>25,000</b>	
<b>Lanae Silvestri 201 E. Chestnut, Apt. 19B Chicago, IL 60611</b>		<b>36,000</b>	
<b>Linda Jones 2322 Greendale Drive Sarasota, FL 34232</b>		<b>12,500</b>	

In re: Learning Enhancement Corporation

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Lynn Adrian</b> <b>2044 Alta Meadows Lane #1102</b> <b>Delray Beach, FL 33444</b>		<b>5,000</b>	
<b>Marios K. Sinapoglou</b> <b>3911 Little Stone Circle</b> <b>Naperville, IL 60564</b>		<b>25,000</b>	
<b>Mark Leitgeb</b> <b>1616 Funny Cide Drive</b> <b>Waxhaw, NC 28173</b>		<b>100,000</b>	
<b>Mary Hill</b> <b>196 Meadow View Parkway</b> <b>Erie, CO 80516</b>		<b>25,000</b>	
<b>Mary Jane Daniels</b> <b>4205 Hunters Glen</b> <b>Sheboygan, WI 53083</b>		<b>12,500</b>	
<b>Mary Sweig Wilson</b> <b>110 East Spring Road</b> <b>Winooski, VT 05404</b>		<b>25,000</b>	
<b>Max Tharp</b> <b>1635 North 27th Place</b> <b>Sheboygan, WI 53081</b>		<b>5,000</b>	
<b>Mike Tharp</b> <b>14168 Foxtail Court</b> <b>Appleton, WI 54915</b>		<b>10,000</b>	
<b>Norman Goldring</b> <b>736 N. Western Ave., #147</b> <b>Lake Forest, IL 60045</b>		<b>22,500</b>	
<b>Patrick Tharp</b> <b>3532 Crouch Street</b> <b>Lafayette, IN 47905</b>		<b>519,022</b>	
<b>Paul Fortwendel</b> <b>8535 East 375 South</b> <b>Lafayette, IN 47905</b>		<b>70,000</b>	
<b>Paul Oberman</b> <b>7600 Landmark Way, Unit 506</b> <b>Englewood, CO 80111</b>		<b>25,000</b>	

In re: Learning Enhancement Corporation

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Peter Grigg 12644 Highland Oaks Place Colorado Springs, CO 80921		25,000	
Richard Leonhard 40 Woodland Ct. Oostburg, WI 53070		100,000	
Robert Dietrich 515 Niobrara Ave. Alliance, NE 69301		25,000	
Robert Tharp 3012 Alex Court Lafayette, IN 47905		70,000	
Roger Stark 1224 W Elmdale, 1W Chicago, IL 60661		14,363,000	
Ronald Clark 1801 Main Street Lafayette, IN 47904		25,000	
Ronnell Hansen 1414 E. Pond Road Saint Paul, MN 55122		100,000	
Russ Osnes 1340 Duckwood Drive Saint Paul, MN 55123		1,424,399	
Scott D. Sammon 4590 Scott Trail, Ste 110 Saint Paul, MN 55122		25,000	
Scott Miller W2249 Crestview Lane Sheboygan, WI 53083		25,000	
Selwyn Dusheiko 78 N. Canal Drive Palm Harbor, FL 34684		30,000	
Susan Gaud 2809 Lincoln Street Evanston, IL 60201		199,747	

In re: Learning Enhancement Corporation Case No. \_\_\_\_\_  
Debtor(s) \_\_\_\_\_

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

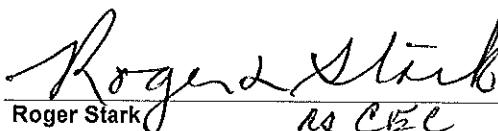
Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Tamara Fortson 4821 Shadyview Court Sarasota, FL 34232		25,000	
Tammy Shepherd 3404 93rd Street Lubbock, TX 79423		293,008	
Tarby Bryant PO Box 10145, Big Canoe Jasper, GA 30143		4,000	
Timothy Rindt 9230 Pigeon Lake Road Valders, WI 54245		40,000	
Tunji Ladipo 1012 Lake Shore Blvd. Evanston, IL 60202		100,000	
Victor Dye 4140 Lee Street Skokie, IL 60076		25,000	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 7, 2016

Signature

  
Roger Stark  
as CEO

*Penalty for making a false statement of concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Northern District of Illinois**

In re Learning Enhancement Corporation

Debtor(s)

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**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Learning Enhancement Corporation in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [Check if applicable]

November 7, 2016

Date

/s/ Matthew E. McClintock

**Matthew E. McClintock**

Signature of Attorney or Litigant

Counsel for Learning Enhancement Corporation

**Goldstein & McClintock LLLP**

**208 South LaSalle Street**

**Suite 1750**

**Chicago, IL 60604**

**(312) 337-7700 Fax:(312) 277-2305**

**mattm@goldmclaw.com**

Associated Agencies  
1701 Golf Rd.  
Suite 3-700  
Rolling Meadows, IL 60008

Capital One  
Attn: Bankruptcy Dept.  
1680 Capital One Dr  
Mc Lean, VA 22102

Carponelli & Krug  
102 S. Wynstone Park Dr., North  
Barrington, IL 60010

David Schick  
9850 N. 73rd St.  
Apt. 3040  
Scottsdale, AZ 85258

David Schick  
9850 N. 73rd Street, Apt 3040  
Scottsdale, AZ 85258

Diver Bollman Grach Quade  
111 N County St.  
Waukegan, IL 60085

Dykema Gossett  
10 S. Wacker Dr.  
Suite 230  
Chicago, IL 60606

Elizabeth Hill  
1500 Sheridan Road, 4E  
Wilmette, IL 60091

Gail Langer  
PO Box 2  
Stoneham, ME 04231

Jefferson Adams  
656 W. Adams  
Suite 600  
Chicago, IL 60661

JZA Holdings, Inc.  
1500 Sheridan Road, #4E  
Wilmette, IL 60091

Kirkwood Technologies  
922 E. Park Ave.  
Charlotte, NC 28203

Ladas & Perry  
224 S. Michigan Ave.  
Suite 1600  
Chicago, IL 60604

Neal, Gerber & Eisenberg  
2 North LaSalle  
Suite 1700  
Chicago, IL 60602

Novus IP  
521 W. Superior  
Ste 221  
Chicago, IL 60654

Robert Marini  
7110 W. 127th St.  
Chicago, IL 60643

Roger Stark  
1224 W Elmdale, 1W  
Chicago, IL 60661

Sara Sawtelle  
11987 Bergamot Drive  
Granger, IN 46530

The Brainware Company  
PO Box 409037  
Chicago, IL 60640

The Karlin Law Firm  
4305 N. Lincoln Ave., Suite I  
Chicago, IL 60618

US Bank  
Bankruptcy/Recovery Dept  
PO Box 5229  
Cincinnati, OH 45201

Velazquez Law Group  
111 N. Wabash  
Ste 2118  
Chicago, IL 60602

United States Bankruptcy Court  
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**VERIFICATION OF CREDITOR MATRIX**

Number of Creditors: 22

The above-named Debtor(s) hereby verifies that the list of creditors is true and correct to the best of my (our) knowledge.

Date: November 7, 2016

  
\_\_\_\_\_  
Roger Stark/CEO  
Signer/Title